

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

AKORN HOLDING COMPANY LLC, *et al.*<sup>1</sup>  
Debtors.

Chapter 7

Case No. 23-10253 (KBO)  
(Jointly Administered)

**Re: D.I.** [106](#), [137](#), [194](#), [274](#), [281](#), [314](#), [343](#)

**CERTIFICATION OF COUNSEL REGARDING SUBMISSION OF ORDER (A)  
APPROVING THE SALE OF CERTAIN OF THE ESTATES' ASSETS FREE AND  
CLEAR OF ALL LIENS, CLAIMS AND ENCUMBRANCES, (B) AUTHORIZING THE  
TRUSTEE TO ENTER INTO AND PERFORM HIS OBLIGATIONS UNDER THE  
HIKMA PURCHASE AGREEMENT  
AND (C) GRANTING CERTAIN RELATED RELIEF**

I, John T. Carroll, III, counsel to George L. Miller in his capacity as the chapter 7 trustee (the "Trustee") for the estates (the "Estates") of the above-captioned debtors (the "Debtors"), hereby certifies the following:

1. On or about April 20, 2023 the Trustee filed the Trustee's Motion for Entry of (I) an Order (A) Approving Bidding Procedures in Connection with Sale of Substantially all of the Estates' Assets, (B) Scheduling an Auction and Hearing to Consider the Proposed Sale, and (C) Approving the Form and Manner of Notice Thereof; and (II) an Order (A) Approving the Sale, (B) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Certain Related Relief [D.I. 106] (the "Sale Motion").<sup>2</sup>

2. On April 28, 2023, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered an Order Granting Trustee's Motion for Entry of an Order (A) Approving Bidding Procedures in Connection With Sale of Substantially All of the Estates'

---

<sup>1</sup> The Debtors in these chapter 7 cases, along with the last four digits of their federal tax identification numbers, and cases numbers are Akorn Holding Company LLC (9190), Case No. 23-10253 (KBO); Akorn Intermediate Company LLC (6123), Case No. 23-10254 (KBO); and Akorn Operating Company LLC (6184), Case No. 23- 10255. The Debtors' headquarters is located at 5605 CenterPoint Court, Gurnee, IL 60031.

Assets, (B) Scheduling an Auction and Hearing to Consider the Proposed Sale and (C) Approving the Form and Manner of Notice Thereof [D.I. 137] (the “Bidding Procedures Order”), which, among other things, established bidding procedures (the “Bidding Procedures”) that govern the manner in which certain assets of the above-captioned debtors (the “Debtors”) are to be sold.

3. On or about May 16, 2023 Chicago Infill Industrial Properties LP (“Chicago Infill”) and their duly authorized agent and property manager, Westmount Realty Capital, LLC (“Westmount”, and together with Chicago Infill, “Landlord”) filed a Reservation of Rights and Conditional Objection to Trustee’s Sale Motion [D.I. 190] (the “ROR and Objection”) and on or about June 5, 2023 the Landlord filed a Supplemental Objection to the Trustee’s Sale Motion [D.I. 314] (the “Objection” collectively, with the ROR and Objection, the “Landlord Objection”).

4. After arm’s length negotiations on or about May 25, 2023 Hikma Pharmaceuticals USA Inc. as Buyer (“Hikma” or “Buyer”) and George L. Miller, not Individually, but Solely in his Capacity as the Chapter 7 Trustee of the Estates of Akorn Holding Company LLC, Akorn Intermediate Company LLC and Akorn Operating Company LLC as Seller entered into a Purchase and Sale Agreement [D.I. 274] (the “Hikma Purchase Agreement”).

5. On or about June 7, 2023 the Trustee and Hikma entered into and executed the First Amendment to Real Estate Purchase Agreement [D.I. 343] (the “Hikma First Amendment”).

6. On or about May 16, 2023, Evoqua Water Technologies LLC (“Evoqua”) filed a Protective Objection to Notice of Sale and Assets, Auction and Sale Hearing [D.I. 194] (the “Evoqua Objection”) asserting a possible ownership interest in certain deionization exchange tanks consisting of four (4) “super tanks” and 38 smaller tanks (3.6 cubic feet) (collectively, the “Subject Tanks”) purportedly located at the Debtors’ Amityville location.

---

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Sale Motion.

7. A hearing was held before the Honorable Karen B. Owens on June 8, 2023 (the “Hearing”) which included the consideration of entry of an order approving the Hikma Purchase Agreement at which time the parties advised the Court of their ongoing discussions to resolve the Landlord’s Objection and the Evoqua Objection.

8. The Trustee, Hikma, Landlord and Evoqua have reached an agreement on the form of sale Order to be entered approving the Hikma Real Estate Agreement which now includes the addition of new paragraphs 28 and 29 (the “Hikma Sale Order”). A copy of the proposed Hikma Sale Order is attached hereto as Exhibit “A”.

9. A redline version of the Hikma Sale Order against the original version filed with the Hikma Purchase Agreement is attached hereto as Exhibit “B”.

10. The Trustee respectfully requests entry of the proposed Hikma Sale Order attached hereto as Exhibit “A” at the Court’s earliest convenience.

Dated: June 9, 2023  
Wilmington, Delaware

COZEN O’CONNOR

By: /s/ John T. Carroll, III  
John T. Carroll, III (DE No. 4060)  
Simon E. Fraser (DE No. 5335)  
1201 N. Market Street, Suite 1001  
Wilmington, DE 19801  
(302) 295-2028 Phone  
(302) 295-2013 Fax No.  
[jcarroll@cozen.com](mailto:jcarroll@cozen.com)  
[sfraser@cozen.com](mailto:sfraser@cozen.com)

*Counsel to George L. Miller,  
Chapter 7 Trustee*